

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

LUCKY'S MARKET PARENT COMPANY,  
LLC, *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-10166 (JTD)  
(Jointly Administered)

**Re: Docket No. 265**

**NOTICE OF FILING OF AFFIDAVIT OF  
OTTEN JOHNSON ROBINSON NEFF + RAGONETTI PC**

**PLEASE TAKE NOTICE** that on February 25, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order Authorizing the Retention and Payment of Certain Professionals Utilized by the Debtors in the Ordinary Course of Business* [Docket No. 265] (the “Order”).

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the procedures set forth in the Order, the Debtors hereby file the *Affidavit of Christopher T. Toll* (the “**Ordinary Course Profesional**”), attached hereto as Exhibit A.

**PLEASE TAKE FURTHER NOTICE** that any objection to the retention of the Ordinary Course Professional must be filed with the Court on or before **March 27, 2020 at 4:00 p.m. (ET)**, and at the same time served on the following parties: (a) Lucky's Market Parent Company, 6328 Monarch Park Place, Suite 100, Niwot, CO 80503 (Attn: Maria Woods, and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Lucky's Market Parent Company, LLC (2055), Lucky's Farmers Market Holding Company, LLC (5480), Lucky's Market Operating Company, LLC (7064), LFM Stores LLC (3114), Lucky's Farmers Market, LP (0828), Lucky's Farmers Market Resource Center, LLC (7711), Lucky's Market Holding Company 2, LLC (0607), Lucky's Market GP 2, LLC (9335), Lucky's Market 2, LP (8384), Lucky's Market of Longmont, LLC (9789), Lucky's Farmers Market of Billings, LLC (8088), Lucky's Farmers Markets of Columbus, LLC (3379), Lucky's Farmers Market of Rock Hill, LLC (3386), LFM Jackson, LLC (8300), Lucky's Farmers Market of Ann Arbor, LLC (4067), Lucky's Market of Gainesville, LLC (7877), Lucky's Market of Bloomington, LLC (3944), Lucky's Market of Plantation, LLC (4356), Lucky's Market of Savannah, GA, LLC (1097), Lucky's Market of Traverse, City, LLC (2033), Lucky's Market of Naples, FL, LLC (8700), Sinoc, Inc. (0723), Lucky's Farmers Market of Ellisville, LLC (2875), and Lucky's Farmers Market of Lexington, KY, LLC (3446).

Andrew T. Pillari); (b) Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, DE 19801 (Attn: Christopher A. Ward); (c) Polsinelli PC, 2950 N. Harwood Street, Suite 2100, Dallas, TX 75201 (Attn: Elizabeth Nicolle Boydston); (d) Polsinelli PC, 1201 West Peachtree Street NW, Suite 1100, Atlanta, GA 30309 (Attn: Caryn Wang); (e) Hahn & Hessen LLP, 488 Madison Avenue, New York, NY 10022 (Attn: Emma Flemming, Mark S. Indelicato, Mark T. Power, and Jeffrey Zawadzki); (f) Norton Rose Fulbright US LLP, 1301 Avenue of the Americas, New York, NY 10019 (Attn: Thomas McCormack, David Andrew Rozenweig, and Francisco Vazquez); (g) Womble Bond Dickinson (US) LLP, 1313 North Main Street, Suite 1200, Wilmington, DE 19801 (Attn: Morgan L. Patterson, and Matthew P. Ward); and (h) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Timothy Jay Fox, Jr.).

Dated: March 12, 2020  
Wilmington, Delaware

Respectfully submitted,

**POLSINELLI PC**

/s/ Christopher A. Ward  
Christopher A. Ward (Del. Bar No. 3877)  
222 Delaware Avenue, Suite 1101  
Wilmington, Delaware 19801  
Telephone: (302) 252-0920  
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cward@polsinelli.com

-and-

Liz Boydston (Admitted *Pro Hac Vice*)  
2950 N. Harwood, Suite 2100  
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*Counsel to the Debtors and  
Debtors in Possession*

**EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

LUCKY'S MARKET PARENT COMPANY,  
LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-10166 (JTD)

**(Jointly Administered)**

**AFFIDAVIT OF CHRISTOPHER T. TOLL**

I, Christopher T. Toll, being duly sworn, state the following:

1. I am the Director of Otten Johnson Robinson Neff + Ragonetti PC (the "Firm"), which maintains offices at 950 17<sup>th</sup> Street, Suite 1600, Denver, Colorado 80202.
2. Neither I, the Firm, nor any professional thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors in possession (the "Debtors"), their creditors, any other party-in-interest, their respective attorneys and accountants, the United States Trustee or any person employed in the office of the United States Trustee, or any judge in the Bankruptcy Court or District Court for the District of Delaware or any person employed in the offices of the same, except as set forth in this affidavit.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Lucky's Market Parent Company, LLC (2055), Lucky's Farmers Market Holding Company, LLC (5480), Lucky's Market Operating Company, LLC (7064), LFM Stores LLC (3114), Lucky's Farmers Market, LP (0828), Lucky's Farmers Market Resource Center, LLC (7711), Lucky's Market Holding Company 2, LLC (0607), Lucky's Market GP 2, LLC (9335), Lucky's Market 2, LP (8384), Lucky's Market of Longmont, LLC (9789), Lucky's Farmers Market of Billings, LLC (8088), Lucky's Farmers Markets of Columbus, LLC (3379), Lucky's Farmers Market of Rock Hill, LLC (3386), LFM Jackson, LLC (8300), Lucky's Farmers Market of Ann Arbor, LLC (4067), Lucky's Market of Gainesville, LLC (7877), Lucky's Market of Bloomington, LLC (3944), Lucky's Market of Plantation, LLC (4356), Lucky's Market of Savannah, GA, LLC (1097), Lucky's Market of Traverse, City, LLC (2033), Lucky's Market of Naples, FL, LLC (8700), and Sinoc, Inc. (0723).

3. The Firm, through myself and other professionals and paraprofessionals of the Firm, has provided certain legal services to the Debtors with respect to real estate transactions of the Debtors' business.

4. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors pursuant to Section 327 of Title 11 of the United States Code (the "**Bankruptcy Code**") with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes, to render the following services to the Debtors:

5. Representation of the Debtors in the sale of property located in Denver, Colorado to Lowry Economic Redevelopment Authority, a separate legal entity established pursuant to an Intergovernmental Agreement between the City and County of Denver, Colorado and the City of Aurora, Colorado pursuant to the provisions of C.R.S. § 29-1-203(4), pursuant to a repurchase option contained in that certain Special Warranty Deed (Specialty Grocery Store Parcel) dated April 5, 2019 and recorded in the real property records of the City and County of Denver on April 5, 2019 at Reception Number 2019041608, as well as representation of the Debtors in matters related to such repurchase sale, including, without limitation, with respect to that certain Post Closing Escrow Agreement dated April 5, 2019, to which one of the Debtors is a party, but pursuant to which the Debtors will have no right to receive any of the funds.

6. The Firm's current customary rates are \$60.00 to \$675.00 per hour. In the normal course of business, the Firm revises its regular rates on January 1 of each year and requests that, effective January 1 of each year, the aforementioned rates be revised to the regular rates which will be in effect at that time.

7. In the past year, the Firm has rendered services to the Debtors for which the Debtors have been invoiced in the amount of \$54,950.85. Additionally, since January 27, 2020 (the

“Petition Date”), the Firm has provided services to the Debtors that have not yet been billed or that have been billed but for which payment has not been received. The value of such services does not exceed \$5,189.50.

8. Except as set forth herein, no promises have been received by the Firm as to compensation in connection with the Chapter 11 Cases other than in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and any orders of this Court.

9. As of the Petition Date, the Firm was not party to an agreement that provides for indemnification.

10. Except for its affiliated entities, the Firm has no agreement with any entity to share any compensation received from the Debtors.

11. The Firm and its professionals may have in the past, currently, and may in the future provide services to entities that are creditors of the Debtors in matters totally unrelated to the matters with respect to which the Firm is to be engaged by the Debtors. However, neither I, the Firm, nor any professional thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which the Firm is to be engaged.

12. The foregoing constitutes the statement of the Firm pursuant to Bankruptcy Code sections 329 and 504 and Bankruptcy Rule 2014.

13. I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge and belief, and after reasonable inquiry, the foregoing is true and correct.

By: Christopher T. Toll  
Christopher T. Toll  
OTTEN JOHNSON ROBINSON NEFF + RAGONETTI PC  
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Denver, CO 80202  
(303) 825-8400